



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/786-6000

RECORDATION NO. 13067 Filed & Recorded

OCT 16 1986 1-1 0 PM October 10, 1985

INTERSTATE COMMERCE COMMISSION

Date 10/16/86
Fee \$ 10.00
ICC Washington, D. C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series R, Supplement No. 5,
dated October 1, 1986

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 5, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of February 1, 1981.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 13067.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

The equipment covered by Equipment Trust Agreement, Series R, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

Mr. James Bayne
Interstate Commerce Commission
October 10, 1986
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos", followed by the initials "l/bm".

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES R

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
7	3500 HP Diesel Electric Locomotives, Model GP-50; General Motors Corporation (Electro-Motive Division), Builder; Nos. 3833 to 3839, both inclusive.....	\$ 755,000	\$ 5,235,000
30	3000 HP Diesel Electric Locomotives, Model C30-7; General Electric Company, Builder; Nos. 8123 to 8152, both inclusive.....	1,034,700	31,041,000
100	60' Plain Box Cars, 100-ton capacity, with roller bearing trucks; Santa Fe Rail Equipment Company, Builder; Nos. 612100 to 612199, both inclusive.....	62,500	6,250,000
75	Caboose Cars with wide cupola; Inter- national Car Company, Builder; Nos. 999750 to 999824, both inclusive.....	82,500	6,137,500
25	26,000-gallon Tank Cars, with roller bearing trucks; Trinity Industries, Inc., Builder; Nos. 98725 to 98749, both inclusive.....	54,400	1,360,000
30	50 Cubic Yard, Air-dump Gondola Cars, 77-ton capacity; DIFCO, Inc., Builder; Nos. 136230 to 136259, both inclusive....	67,700	2,031,000
21	3000 HP Diesel Electric Locomotives, Model SD-40-2; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5172 to 5192, both inclusive.....	956,100	20,073,100
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1954 to 1958, both inclusive.....	35,072	175,360
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder, No. 2058	35,433	35,433

EQUIPMENT TRUST, SERIES R

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
2	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2107 to 2108, both inclusive . . .	\$32,230	\$ 64,460
	Total . . .		<u>\$72,507,853</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES R

SUPPLEMENT NO. 5, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of February 1, 1981 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series R, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
2	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2107 to 2108, both inclusive	\$32,230	\$64,460

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
Executive Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

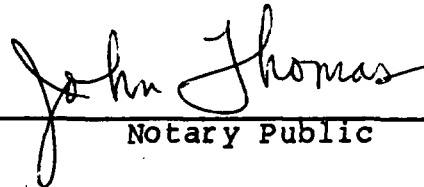
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7TH day of October, 1986 before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

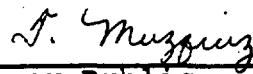


Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988
My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 10th day of October, 1986 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

L MUZQUIZ

My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES R

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